

B1 (Official Form 1) (12/11)

UNITED STATES BANKRUPTCY COURT Southern District of New York				VOLUNTARY PETITION	
Name of Debtor (if individual, enter Last, First, Middle): Dynegy Inc.			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): Dynegy Acquisition, Inc.			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 20-5653152			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):		
Street Address of Debtor (No. and Street, City, and State): 601 Travis, Suite 1400 Houston, Texas <div style="text-align: right;">ZIP CODE 77002</div>			Street Address of Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>		
County of Residence or of the Principal Place of Business: Harris County			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>			Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>		
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>					
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other - Energy		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding	
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:		Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization Under title 26 of the United States Code (the Internal Revenue Code).		Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input checked="" type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,007-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000					
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion					
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input checked="" type="checkbox"/> More than \$1 billion					

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Dynegy Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: None		Case Number:	Date Filed:
Location Where Filed:		Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: See Annex "A" District: Southern District of New York		Case Number:	Date Filed:
Relationship:		Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b). X _____ Signature of Attorney for Debtor(s) (Date)	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No. See Exhibit C attached.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.			
Information Regarding the Debtor – Venue (Check any applicable box.)			
<input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check any applicable box.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition (This page must be completed and filed in every case.)		Name of Debtor(s): Dyne gy Inc.	
Signatures		Signatures	
Signature(s) of Debtor(s) (Individual/Joint) I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(h) I request relief in accordance with the chapter of title 11, United States Code, specified in this petition. X _____ Signature of Debtor X _____ Signature of Joint Debtor _____ Telephone Number (if not represented by attorney) _____ Date		Signature of a Foreign Representative I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition. (Check only one box.) <input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached. <input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached. X _____ (Signature of Foreign Representative) _____ (Printed Name of Foreign Representative) _____ Date	
Signature of Attorney* X _____ Signature of Attorney for Debtor(s) Thomas E Lauria J. Christopher Shore Printed Name of Attorney for Debtor(s) White & Case LLP Firm Name 1155 Avenue of the Americas New York, New York 10036 Address 212.819.8200 Telephone Number July 6, 2012 Date *In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.		Signature of Non-Attorney Bankruptcy Petition Preparer I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached. _____ Printed Name and title, if any, of Bankruptcy Petition Preparer _____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.) _____ Address X _____ Signature _____ Date Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above. Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual. If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person. <i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i>	
Signature of Debtor (Corporation/Partnership) I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition. X _____ Signature of Authorized Individual Catherine B. Callaway Printed Name of Authorized Individual Executive Vice President, General Counsel and Chief Compliance Officer Title of Authorized Individual July 6, 2012 Date			

Annex A

Bankruptcy Cases Filed By Any Affiliate of the Debtor

On November 7, 2011, each of the affiliated entities (the "Affiliated Debtors") listed below filed in this Court a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C., et seq. (the "Bankruptcy Code"). Dynegy Inc. is the direct or indirect parent corporation of each of the Affiliated Debtors. By Order dated November 9, 2011, the cases of the Affiliated Debtors are being jointly administered, for administrative purposes only, under Case No. 11-38111 (CGM). Dynegy Inc. will seek joint administration of its chapter 11 case, for administrative purposes only, with those of the Affiliated Debtors under Case No. 11-38111 (CGM).

The Affiliated Debtors are the following entities:

Dynegy Holdings, LLC
Dynegy Danskammer, L.L.C.
Dynegy Roseton, L.L.C.
Dynegy Northeast Generation, Inc.
Hudson Power, L.L.C.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

DYNEGY INC.¹

Debtor.

Chapter 11

Case No. 12- ____ ()

EXHIBIT "A" TO VOLUNTARY PETITION

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 001-33443.

2. The following financial data is the latest available information and refers to the debtor's condition on May 31, 2012.

a. Total assets \$ 11,352,698,531

b. Total debts (including debts listed in 2c. below) \$ 5,130,580,061

c. Debt securities held by more than 500 holders:

						Approximate number of holders	
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ _____	_____
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ _____	_____
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ _____	_____
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ _____	_____
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$ _____	_____

d. Number of shares of preferred stock None

e. Number of shares common stock 122,864,853²

¹ The last four digits of the Debtor's federal tax identification number are 3152. The location of the Debtor's corporate headquarters and the service address is 601 Travis Street, Suite 1400, Houston, Texas 77002.

² The number of outstanding shares is as of July 2, 2012.

3. Brief description of debtor's business: **The Debtor is a holding company that conducts substantially all of its business through its subsidiaries. The primary business conducted by the Debtor's subsidiaries is the production and sale of electric energy, capacity and ancillary services.**

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor: **Litespeed Management, L.L.C., Litespeed Master Fund, Ltd., Jamie Zimmerman, Icahn Capital L.P., Carl C. Icahn, IPH GP LLC, Icahn Capital LP, Icahn Enterprises G.P., Inc., Icahn Enterprises Holdings L.P., Beckton Corp., Icahn Partners Master Fund LP, Icahn Offshore LP, Franklin Resources, Inc., and Marathon Asset Management, L.P.**

B 1C (Official Form 1, Exhibit C) (9/01)

[If, to the best of the debtor's knowledge, the debtor owns or has possession of property that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety, attach this Exhibit "C" to the petition.]

UNITED STATES BANKRUPTCY COURT
Southern District of New York

In re:)	Case No. 12- ____ ()
)	
DYNEGY INC.)	Chapter 11
)	
Debtor.)	
)	

EXHIBIT "C" TO VOLUNTARY PETITION

1. Identify and briefly describe all real or personal property owned by or in possession of the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The Debtor does not believe it owns or possesses any real or personal property that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety. To the extent the Debtor has an interest in such property, to the best of the Debtor's knowledge, the Debtor is in compliance with all applicable laws, including, without limitation, all environmental laws and regulations.

2. With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The Debtor is not aware of any real or alleged dangerous conditions existing on or related to any real or personal property owned or possessed by the Debtor.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----		x
In re:	:	
	:	Chapter 11
DYNEGY INC. ¹	:	
	:	Case No. 12-____ ()
	:	
	:	
Debtors.	:	
-----		x

CORPORATE OWNERSHIP STATEMENT

In accordance with Rule 1007(a)(1) of the Federal Rules of Bankruptcy Procedure,
Dynegy Inc. (the "Debtor") hereby states that the following entities directly or indirectly own
10% or more of the Debtors' equity interests as of July 6, 2012:

- Litespeed Management, L.L.C.,
- Litespeed Master Fund, Ltd.,
- Jamie Zimmerman,
- Icahn Capital L.P.,
- Carl C. Icahn,
- IPH GP LLC,
- Icahn Capital LP
- Icahn Enterprises G.P. Inc.
- Icahn Enterprises Holdings L.P., and
- Beckton Corp

¹ The last four digits of the Debtor's federal tax identification number are 3152. The location of the Debtor's corporate headquarters and the service address is 601 Travis Street, Suite 1400, Houston, Texas 77002.

I, the undersigned authorized officer of the Debtor in this chapter 11 case, declare under penalty of perjury under the laws of the United States of America that I have reviewed the foregoing and that it is true and correct to the best of my information and belief.

Dated: July 6, 2012



Name: Catherine B. Callaway
Title: Executive Vice President, General
Counsel, and Chief Compliance Officer



DYNEGY

**RESOLUTION 2012-13
OF THE BOARD OF DIRECTORS
OF DYNEGY INC.**

The Board of Directors (the "**Board**") of Dynergy Inc., a Delaware corporation (the "**Company**"), having met on July 5, 2012, at a special meeting, hereby resolves as follows:

Bankruptcy Filing

WHEREAS, it was proposed that the Board authorize the filing of a petition (the "**Petition**") by the Company seeking relief under the provisions of chapter 11, title 11 of the United States Code (the "**Bankruptcy Code**") with the United States Bankruptcy Court for the Southern District of New York, Poughkeepsie Division (the "**Bankruptcy Court**"); and

WHEREAS, after due and careful consideration of all relevant matters, including the form of the Petition, the Board determined that the filing of the Petition is advisable and in the best interests of the Company, its creditors, stockholders and other interested parties.

NOW, THEREFORE, IT IS RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, stockholders and other interested parties, that the Company file the Petition with the Bankruptcy Court, seeking relief under chapter 11 of the Bankruptcy Code (the proceedings in connection therewith, the "**Chapter 11 Proceedings**"); and further

RESOLVED, that the Petition is authorized and approved in all respects, generally on such terms as are set forth therein but with such changes (including the amendments and restatements thereof) as may be agreed by the Authorized Officers (as defined below) (the execution and delivery of such Petition by such Authorized Officers being conclusive evidence of such agreement); and the Authorized Officers be, and hereby are, authorized and directed on behalf of the Company to execute, deliver and file, or cause to be filed, such Petition, including, in each case, any exhibits, annexes and/or schedules thereto; and further

RESOLVED, that the Authorized Officers be, and hereby are, authorized to execute and file all petitions, schedules, lists and other papers and to take any and all actions which they may deem necessary or proper in connection with the prosecution of the Chapter 11 Proceedings, including, but not limited to, retaining and employing all assistance by legal counsel, financial advisors, or otherwise, which they may deem necessary or proper with a view to the successful prosecution of the Chapter 11 Proceedings; and further

RESOLVED, that the Authorized Officers be, and hereby are, authorized to retain on behalf of the Company the law firm of White & Case LLP, upon such terms and conditions as the



DYNEGY

Authorized Officers shall approve, to render legal services to, and to represent, the Company in connection with the Chapter 11 Proceedings; and further

RESOLVED, that the Authorized Officers be, and hereby are, authorized to retain on behalf of the Company other attorneys, investment bankers, accountants, restructuring professionals, financial advisors and other professionals to assist in the Chapter 11 Proceedings, upon such terms and conditions as the Authorized Officers shall approve, to assist the Company and its affiliates in connection with the Chapter 11 Proceedings on such terms as are deemed necessary, proper and desirable; and further

RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Officer to file the voluntary petition for relief under chapter 11 of the Bankruptcy Code or in any other connection with the Chapter 11 Proceedings, or any matter related thereto, or by virtue of these resolutions be, and hereby are, in all respects ratified, confirmed and approved; and further

RESOLVED, that the Authorized Officers be, and each of them, with full authority to act without the others, hereby is, authorized and directed, in the name and on behalf of the Company to execute personally or by attorney-in-fact and to cause to be filed with the Securities and Exchange Commission (the "**SEC**") any press releases and other public information disclosures with respect to the Chapter 11 Proceedings or any transactions contemplated thereby; and further

RESOLVED, that the Authorized Officers be, and each of them, with full authority to act without the others, hereby is, authorized and directed, in the name and on behalf of the Company to execute and file such applications, reports and amendments, and supplements thereto, and to take such other action, as may in their judgment be necessary or desirable to conform with any applicable requirements of the SEC, the Securities Exchange Act of 1934, as amended and the rules and regulations promulgated thereunder, the New York Stock Exchange and any state securities or "blue sky" laws in connection with the Chapter 11 Proceedings; and further

RESOLVED, that the Authorized Officers be, and each of them, with full authority to act without the others, hereby is, authorized and directed, in the name and on behalf of the Company to prepare, sign and file, or cause to be filed, with any applicable federal, state, local or foreign country regulatory or supervisory body, all applications, requests for approval, consents, interpretations, or other determinations, notices and other information and documents, and any modifications or supplements thereto, as may be necessary or convenient in connection with the Chapter 11 Proceedings and the transactions contemplated thereby, together with all agreements and other information and documents required or appropriate, and any publications required, in connection therewith; and further

RESOLVED, that the Authorized Officers be, and each of them, with full authority to act without the others, hereby is, authorized and directed, in the name and on behalf of the Company to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further agreements, documents, certificates, and undertakings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate, or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions.



DYNEGY

General

RESOLVED, that the President and Chief Executive Officer, any Executive Vice President, any Vice President, the Corporate Secretary, any Assistant Secretary, the Treasurer, any Assistant Treasurer, or such other officers or employees of the Company as such persons may designate (collectively, the "**Authorized Officers**"), each of whom may act without the joinder of the other, be, and each of them hereby is, authorized and directed to act for and on behalf and in the name of the Company in taking all such further actions (including, without limitation, (i) the execution, delivery, and filing of any agreements, certificates, or other instruments or documents, (ii) the payment of any fees and any other consideration and (iii) the payment of expenses and taxes as any such Authorized Officer may approve (the taking of any such action to be conclusive evidence of such approval)) required by or necessary to effect the transactions contemplated by the Petition, Chapter 11 Proceedings, any exhibits, annexes and/or schedules thereto, and these resolutions, and all actions of any such Authorized Officer taken pursuant to the authority granted herein, or having occurred prior to the date hereof in order to effect such transactions, are hereby approved, adopted, ratified, and confirmed in all respects; and further

RESOLVED, that any person dealing with any of the Authorized Officers authorized by the foregoing resolutions, in connection with any of the foregoing matters shall be conclusively entitled to rely upon the authority of such Authorized Officer by his execution of any document, agreement or instrument, the same being a valid and binding obligation of the Company enforceable in accordance with its terms; and further

RESOLVED, that the Secretary or any Assistant Secretary of the Company be, and hereby is, authorized and empowered to certify and furnish such copies of these resolutions and such statements as to the incumbency of the Authorized Officers as may be requested, and any person receiving such certified copy is and shall be authorized to rely upon the contents thereof.

DATED: July 5, 2012